



PHILIP MORRIS

U.S.A.

120 PARK AVENUE, NEW YORK, N.Y. 10017-5592 TELEPHONE (212) 880-5000

April 25, 1995

BY CERTIFIED MAIL

Mr. William S. Abbate
Structural Display, Inc.
12-12 33rd Avenue
Long Island City, New York 11106

Re: Agreement Dated as of February 1, 1995

Dear Mr. Abbate:

In confirmation of our discussions and in accordance with Paragraph 13(e) of the Agreement dated as of February 1, 1995 (the "Agreement") between Structural Display, Inc. ("SDI") and Philip Morris Incorporated ("Philip Morris") for services in connection with the Virginia Slims Southern Women's Shows, SDI and Philip Morris agree to amend the Agreement as follows:

1. Paragraph 3 of the Agreement is deleted and the following new Paragraph 3 is substituted therefor.

In consideration for the services rendered by SDI, Philip Morris will pay SDI in accordance with attached Exhibit B. For General Services listed in Exhibit B, Philip Morris will pay SDI (1) \$110,915 within 14 days of execution of the Agreement and submission of an invoice; (2) \$33,795 within 14 days of submission of an invoice and (3) storage and handling charges actually incurred during the preceding month upon submission of a monthly invoice, provided that such storage and handling charges shall not exceed \$3,760 during any twelve month period. For Management Services listed in Exhibit B, Philip Morris will pay SDI \$10,860 within 14 days of execution of the Agreement and submission of an invoice; \$10,860 upon submission of an invoice on June 1, 1995; and a final payment of \$10,860 upon submission of an invoice on December 1, 1995 and SDI's complete performance to the satisfaction of Philip Morris. Total payments to SDI hereunder will not exceed \$181,050 without the prior, written approval of Philip Morris.

2. Exhibit B of the Agreement is deleted and the attached new Exhibit B is substituted therefor.

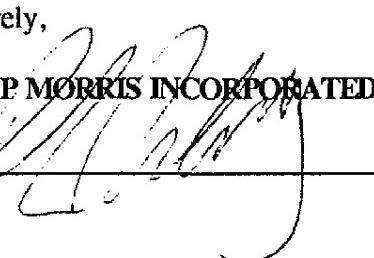
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3. The remaining terms and conditions of the Agreement will remain in full force and effect.

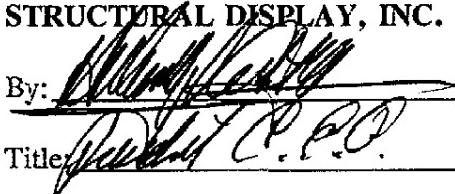
If you agree with and consent to the foregoing, please sign and return both copies of this letter.

Sincerely,

PHILIP MORRIS INCORPORATED

By: 

ACCEPTED AND AGREED:
STRUCTURAL DISPLAY, INC.

By: 

Title: 

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